

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

In re: Hi-Crush Partners L.P. Securities Litigation

No. 12-Civ-8557 (CM)

ECF Case

**DECLARATION OF STEVEN R. PARADISE IN OPPOSITION
TO LEAD PLAINTIFFS' MOTION FOR CLASS CERTIFICATION**

STEVEN R. PARADISE declares, pursuant to 28 U.S.C. § 1746:

1. I am a partner at the law firm of Vinson & Elkins L.L.P., attorneys for Defendants Hi-Crush Partners LP (“Hi-Crush”), Hi-Crush GP LLC, Robert E. Rasmus, James M. Whipkey, Jefferies V. Alston, III, and Laura C. Fulton (collectively, the “Defendants”). I am a member of the Bar of this Court.

2. I make this declaration in support of Defendants’ Memorandum of Law in Opposition to Lead Plaintiffs’ Motion for Class Certification. The purpose of this declaration is to place before the Court certain documents concerning Plaintiffs’ motion, the significance of which is explained in the accompanying memorandum of law.

3. Attached hereto as Exhibit 1 is a true and correct copy of the Hi-Crush Investor Presentation given on September 25, 2012 and cited in the Amended Consolidated Class Action Complaint.

4. Attached hereto as Exhibit 2 is a true and correct copy of excerpts from the deposition of James Jampel, held on April 29, 2014.

5. Attached hereto as Exhibit 3 is a true and correct copy of excerpts from the deposition of Dr. Adam Werner, held on April 24, 2014.

6. Attached hereto as Exhibit 4 is a true and correct copy of the DJUSMG Index marked as Exhibit No. 3 during the April 24, 2014 deposition of Dr. Adam Werner.

7. Attached hereto as Exhibit 5 is a true and correct copy of excerpts of Allied Nevada Gold Corp.'s 10-K.

8. Attached hereto as Exhibit 6 is a true and correct copy of excerpts of Newmont Mining Corporation's 2013 10-K.

9. Attached hereto as Exhibit 7 is a true and correct copy of excerpts of Hecla Mining Company's 2013 10-K.

10. Attached hereto as Exhibit 8 is a true and correct copy of excerpts of Coeur Mining, Inc.'s 2013 10-K.

11. Attached hereto as Exhibit 9 is a true and correct copy of excerpts of Alpha Natural Resources Inc.'s 2013 10-K.

12. Attached hereto as Exhibit 10 is a true and correct copy of excerpts of Arch Coal, Inc.'s 2013 10-K.

13. Attached hereto as Exhibit 11 is a true and correct copy of excerpts of CONSOL Energy Inc.'s 2013 10-K.

14. Attached hereto as Exhibit 12 is a true and correct copy of excerpts of Walter Energy, Inc.'s 2013 10-K.

15. Attached hereto as Exhibit 13 is a true and correct copy of excerpts of Peabody Energy Corporation's 2013 10-K.

16. Attached hereto as Exhibit 14 is a true and correct copy of excerpts of Compass Minerals International, Inc.'s 2013 10-K.

17. Attached hereto as Exhibit 15 is a true and correct copy of excerpts of Royal Gold Inc.'s 2013 10-K.

18. Attached hereto as Exhibit 16 is a true and correct copy of excerpts of Stillwater Mining Company's 2013 10-K.

19. Attached hereto as Exhibit 17 is a true and correct copy of excerpts of Molycorp, Inc.'s 2013 10-K.

20. Attached hereto as Exhibit 18 is a true and correct copy of an April 28, 2014 email from Mark Strauss to Elizabeth Brandon, with copies to Tom Elrod, Mark Strauss, Steven Paradise and Michael Holmes.

21. Attached hereto as Exhibit 19 is a true and correct copy of a compilation from Thomson Reuters of Hi-Crush's Stock Holdings by 13-F filers as of September 30, 2012, that was marked as Exhibit No. 6 during the April 24, 2014 deposition of Dr. Adam Werner.

22. Attached hereto as Exhibit 20 is a true and correct copy of the Schedule 13-G of Kayne Anderson Capital Advisors, L.P., and Richard A. Kayne.

23. Attached hereto as Exhibit 21 is a true and correct copy of Form 13-F filed by BlackRock Advisors, LLC for the calendar year or quarter ended September 28, 2012.

24. Attached hereto as Exhibit 22 is a true and correct copy of Form 13-F filed by SteelPath Fund Advisors, LLC for the calendar year or quarter ended September 30, 2012.

25. Attached hereto as Exhibit 23 is a true and correct copy of Form 13-F filed by Cushing MLP Asset Management, LP for the calendar year or quarter ended September 30, 2012.

26. Attached hereto as Exhibit 24 is a true and correct copy of Form 13-F filed by Taylor Investment Counselors for the calendar year or quarter ended September 30, 2012.

27. I declare under penalty of perjury that the foregoing is true and correct.

Executed on May 15, 2014

/s/ Steven R. Paradise

Steven R. Paradise